

APPENDIX A DEVELOPMENT OF CONTRACT LANGUAGE

A.1 DEVELOPMENT OF AGREEMENT TO BE SUBMITTED

The following instructions are provided to explain how the referenced and attached model contract language is arranged and how it may be modified to develop a mutually agreeable final contract. Because no negotiations or alterations of the contract are permitted subsequent to the time established for the receipt of the Final Proposal, it is imperative that Bidders follow these instructions carefully in order to be fully responsive, from a contractual aspect, to the RFP. Bidders should note that these contract terms are based upon approved State of California contract language, often established in statute, and that the State does not normally accept changes to this language. Therefore, any requested changes that might be approved by the State are expected to be minor in nature and only serve to clarify rather than alter the intent of the provision.

A.1.1 Preparation of Proposed Contract Language

1. Detach the CALNET-II AGREEMENT model contract from the RFP (Appendix B). This document, properly annotated, will be returned to the State for use in developing final contract language.
2. Make an appropriate entry in any portion of the contract which has a blank().
Do not include any dollar figures or percentages related to bid costs.
3. Attachment 3 – Description of Services: A list of all Deliverables and Services, with descriptions, availability and unique identifiers including features shall be developed by the Contractor and provided upon Contract award for attachment to and inclusion in the Contract. Attachment 3 shall be provided by the Contractor to the State for inclusion in the preliminary Contract following receipt of the Notification of Intent to Award. This Description of Services shall be maintained on a Public Web Site in accordance with Section 6.17.1 (e.g., A list of all products and services with descriptions, availability and unique identifier, including features) for access by end-users. This list may be revised only via Contract Amendment.
4. Attachment 4 – Pricing: A price list shall be developed by the Contractor and provided to the State upon receipt of a Letter of Intent to Award for attachment to and inclusion in the contract. **When submitting Contract language in the Final Proposal do not include any pricing.** Attachment 4 will be obtained by the State after the Notification of Intent to Award for inclusion in the Contract prior to DGS approval. The prices contained in this list **shall correspond exactly** with the cost tables submitted with the Bidder's Final Proposal in response to Section 7, Costs. This price list shall be maintained on a Public Web Site in accordance with Section

6.17.1 (e.g., Products and services rates, including features) for access by end-users. This price list may be revised only via Contract amendment.

5. Prepare a cover letter of transmittal that identifies each requested change made to the model contract, and which explains (except where the reason for the change is obvious) the rationale for the change.
6. Make a copy of the annotated contract and retain for your files. This copy will be used during subsequent communications with the State relative to the acceptability of the proposed changes.
7. Submit the cover letter and the annotated contract to the State Procurement Officer listed in RFP Section 1.4 by the date contained in RFP Section 1.5. An early submission of the proposed contract will facilitate the State's review and approval process. If no changes are requested, simply submit the letter indicating that the model contract language is acceptable and that no changes are requested.

A.1.2 Contract Negotiation

1. Upon receipt of the proposed contract, the State will examine the document to establish the acceptability of the proposed changes. The Bidder will be notified as to which portions, if any, of the language submitted are not acceptable. If necessary, meetings between the Bidder and the State will be arranged. The State may, following such meetings, request a revised contract reflecting changes agreed upon to be prepared and returned by the Bidder.
2. Following the last date to approve contract language, the Bidder will be notified by the State of any changes required which were agreed upon during contract negotiations and any proposed language that remains unacceptable to the State.
3. Upon request, or at the State's initiation, acceptable proposed changes to the contract language will be made available by the State to all Bidders.

A.2 MODEL CONTRACT LANGUAGE

Model contract language for RFP DGS-2053 is provided for in Appendix B as follows:

- State of California's Standard Agreement Form 213, with:
 - Attachment 1 – General Provisions
 - Attachment 2 – Statement of Work
 - Attachment 3 – Description of Services
 - Attachment 4 – Pricing

- Attachment 5 – Ordering Documents (with 4 exhibits:)
 - Exhibit A-1, STD Form 20
 - Exhibit A-2, Authorization To Order Under State Contract
 - Exhibit A-3, STD Form 65
 - Exhibit A-4, Work Authorization Form
- Attachment 6 – Acceptance Testing
- Attachment 7 – Glossary